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TALLAHASSEE, FLORIDA

MRD
9/20

NO6-39218

Dennis M. Whalen

Attorney at Law

1100 Fifth Avenue South, Suite 201

Naples, Florida 34102-6407

Tel: 239-732-6528 Cell 239-470-6528 Fax 239-261-6877

denny@dennywhalen.com

September 18, 2006

Ms. Ruby Dunlap,
Regulatory Specialist – New Filing Section
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 34314-6327

Re: **Yesu Ni Bwana, Inc.**
Ref. Number: W06000039218
Articles of Incorporation – Not for Profit

Dear Ms. Dunlap:

Enclosed please find the original and one copy of the Articles of Incorporation for Yesu Ni Bwana, Inc., a not for profit corporation, which includes a designation of Registered Agent. This document has been revised according to your letter dated September 6, 2006, a copy of which is also enclosed.

Please cause these Articles to be filed with your office and a certified copy of same to be returned to me in the enclosed self-addressed, stamped envelope. The filing fee for same in the amount of \$78.75 was transmitted with my original letter. Thank you for your cooperation in this matter.

Please contact me should you have any questions or require any additional information.

Sincerely,



Dennis M. Whalen
Attorney at Law

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 6, 2006

DENNIS M WHALEN, ESQ.
1100 FIFTH AVENUE SOUTH
SUITE 201
NAPLES, FL 34102-6407

SUBJECT: YESU NI BWANA, INC.
Ref. Number: W06000039218

We have received your document for YESU NI BWANA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The directors cannot elect or appoint themselves.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 706A00054007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
YESU NI BWANA, INC.
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I – CORPORATE NAME

The name of the corporation shall be: **YESU NI BWANA, INC.**

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
9957 Clear Lake Circle, Naples, Florida 34109-0788.

ARTICLE III -- PURPOSE

This corporation is organized exclusively for charitable, religious and/or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and for the following more particular and included purposes:

(A) To glorify God by worshiping Him corporately and individually; by working together to meet the needs of God's people, both within and outside of the corporation; and by working in the community and the world to reach people for Christ by showing them His love manifested through actions.

(B) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation as set out in (A) above.

(C) To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for civic, religious, or

educational purposes either directly or by contributions under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV – DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Trustee or Officer of the corporation, or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Trustee or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V – DISTRIBUTION OF INCOME

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI – NO SELF-DEALING

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII – NO RETENTION OF EXCESS BUSINESS HOLDINGS

The corporation shall not retain any excess business holdings defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII – INVESTMENTS

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX – NO TAXABLE EXPENDITURES

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X – UNPERMITTED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations.

ARTICLE XI – DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for

charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – MANNER OF ELECTION

The method of election of the directors is as stated in the by-laws.

ARTICLE XIII – INITIAL DIRECTORS

The initial Directors and/or Officers of the corporation are as follows:

ROBERT D. CAUDILL
9957 Clear Lake Circle
Naples, Florida 34109-0788

MARK C. BATES
1613 Chinaberry Way
Naples, Florida 34105-3052

DENNIS M. WHALEN, ESQUIRE
4873 Hampshire Court #106
Naples, Florida 34112-8427

ARTICLE XIV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ROBERT D. CAUDILL
9957 Clear Lake Circle
Naples, Florida 34109-0788

ARTICLE XV -- INCORPORATOR

The name and address of the Incorporator is:

DENNIS M. WHALEN, ESQ.
1100 Fifth Avenue, South, Suite 201
Naples, Florida 34102
239-732-6528

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Robert D. Caudill
ROBERT D. CAUDILL

Date

August 30, 2006

Signature/Incorporator

Dennis M. Whalen
DENNIS M. WHALEN

Date

August 30, 2006